

April 8, 2010

By FIRST CLASS MAIL

Motor Liquidation Company
2101 Cedar Springs Road, suite 1100
Dallas, TX 75201

Attn: ADR Claims Team

Re: In re Motors Liquidation Company, et al. (Debtors)
Case No. 09-50026 (REG)-Capping Claim Letter

Dear Motor Liquidation Company,

By this letter I withdraw any past letters, I, the secured party, am the claimant, and hereby submit my claim to the capping procedures established in the Order Pursuant to 11 U.S.C. sec. 105(a) and General Order M-390 Authorizing Implementation of Alternative Dispute Procedures, Including Mandatory Mediation (the "ADR Procedures") being one, with a verified Proof of Claim in this matter based upon an unresolved matter in Massachusetts Docket No. 2304, I, assert my right said above Order entered by the United States Bankruptcy Court for the Southern District of New York on February 23, 2010.

Accordingly, Hereby propose to cap my claim in the amount specified Below (the "Claim Amount Cap").

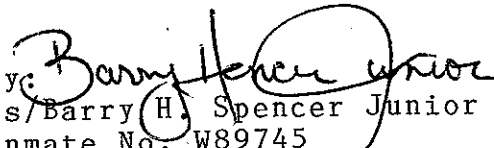
Maximum of \$10,000,000.00 and Minimum of \$500,000.00

Barry H. Spencer Jr.
Claimant's name

I understand and agree that the Claim Amount Cap includes all damages and relief to which I believe I am entitled, including all interest, taxes attorney's fees, other fees, and cost. If the Claim amount Cap is accepted by the Debtors, I understand that I am required to submit my claim to ADR Procedures and acknowledge that my claim may be a "Designated Claim" as such term is used under the ADR Procedures.

ADR Procedures Mandatory Mediation

Very truly yours,

By: 
/s/ Barry H. Spencer Junior
Inmate No. W89745
MCI Shirley
P.O. Box 1218
Shirley, MA 01464

I never recieved a response so I
just want to Preserve my rights

April 20, 2010

cc file
Charlotte Bender
Sandy S. Shen
Jennifer Brooks
ECKERT SEAMANS CHERIN & MELLOTT
Two International Place, 16th Floor
Boston, MA 02110

Barry-Henry: Spencer Junior
c/o P.O. Box 1218
Shirley, MA 01464
March 3, 2010

By First Class Mail

Motor Liquidation Company
2101 Cedar Springs Road, suite 1100
Dallas, TX 75201
Attn: ADR Claims Team

RE: In re Motors Liquidation Company, et.al. ("Debtors")
Case No. 09-50026 (REG)-Capping Claim Letter

Dear Motor Liquidation Company,

By this letter, I, Barry-Henry: Spencer Junior, on my full commercial liability, am the claimant, and hereby submit my claim to the capping procedures established in the Order Pursuant to 11 U.S.C. sec 105(a) and Gender Order M-390 Authorizing Implementation of Alternative Dispute Procedures, Including Mandatory Mediation (the "ADR Procedures" entered by the United States Bankruptcy Court for the Southern District of New York on February 23, 2010.

Accordingly, I hereby propose to cap my claim at the amount specified below (the "Claim Amount Cap")

<u>Claimant's Name</u>	<u>Proof of Claim Number</u>	<u>Original Filed Amount</u>
	01266932	In MASSACHUSETTS CASE-
Barry-Henry: Spencer	APS0724687777.	\$112,500,000.00 Lien
		Proof of Claim-
		\$682,000,000.00

Claim Cap Amount

I will let You evaluate the case, the Cap Amount will be chosen by Your evaluation of the Proof of Claim amount and the Massachusetts Case Amount, now I am not 100% sure I moved for a lien for one hundred & twelve million I believe it was for twelve million five hundred thousand so YOU pick a Claim Cap Amount or settlement number between \$682,000,000.00 and \$12,500,000.00

I understand and agree that the Claim Amount Cap includes all damages and relief to which I believe I am entitled, including all interest, taxes, attorney's fees, other fee's, and costs. If the Claim Amount Cap is accepted by the Debtors, I understand that I am required to submit my claim to the ADR Procedures and acknowledge that my claim may be a "Designated Claim" as such term is used under the ADR Procedures.

With Honor and Without Prejudice,

By:
Barry-Henry: Spencer Junior

APS0724687777

UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF NEW YORK

PROOF OF CLAIM

Name of Debtor (Check Only One):
 Motors Liquidation Company (f/k/a General Motors Corporation)
 JMLCS, LLC (f/k/a Saturn, LLC)
 JMLCS Distribution Corporation (f/k/a Saturn Distribution Corporation)
 JMLC of Harlem, Inc. (f/k/a Chevrolet-Saturn of Harlem, Inc.)

Case No.
 09-50026 (REG)
 09-50027 (REG)
 09-50028 (REG)
 09-13558 (REG)

NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case, but may be used for purposes of asserting a claim under 11 U.S.C. § 503(b)(9) (see item # 5). All other requests for payment of an administrative expense should be filed pursuant to 11 U.S.C. § 503.

Name of Creditor (the person or other entity to whom the debtor owes money or property): SPENCER, BARRY

Name and address where notices should be sent:

SPENCER, BARRY
 PO BOX 1218
 SHIRLEY, MA 01464-1218

☒ Check this box to indicate that this claim amends a previously filed claim.

Court Claim Number: 05-02304
 (If known) MASSACHUSETTS
 SUFFOLK SUPERIOR Ct.
 Filed on: 2005

Contact
 Sylvester R. Spencer -
 Telephone number: 617.719.4087 Brother
 Email Address: srs Spencer1@comcast.net

Name and address where payment should be sent (if different from above):

Keep on Record Business Address
 BARRY H. SPENCER JR
 Care of: Post Office Box 191128
 Roxbury, MA 02119

Telephone number: see above

Amount of Claim as of Date Case Filed, June 1, 2009: \$ 682,000,000.00 negotiable

all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4. If all or part of your claim is entitled to priority, complete item 5. If all or part of your claim is asserted pursuant to 11 U.S.C. § 503(b)(9), complete item 5.

☐ Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges. see Verified Proof of Claim annexed hereto

Basis for Claim: Breach of Contract(s), Impeding Commerce, personal injury
 (See instruction #2 on reverse side.) loss wages, Medical Bills, consortium, Property loss

Last four digits of any number by which creditor identifies debtor: Commercial Debt CD GM-2304

3a. Debtor may have scheduled account as: _____
 (See instruction #3a on reverse side.)

Secured Claim (See instruction #4 on reverse side.)
 Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information.

Nature of property or right of setoff: ☐ Real Estate ☐ Motor Vehicle ☐ Equipment ☒ Other
 Describe:

Value of Property: \$ _____ Annual Interest Rate 18 %

Amount of arrearage and other charges as of time case filed included in secured claim, if any: \$ _____

Basis for perfection: Debt of well due to Bankruptcy Stay

Amount of Secured Claim: \$ 125,000,000.00 Amount Unsecured: \$ 557,000,000.00

i. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.

Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements or running accounts, contracts, judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of security interest. You may also attach a summary. (See instruction 7 and definition of "redacted" on reverse side.)

DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.

If the documents are not available, please explain in an attachment.

Your Claim is Scheduled As Follows:



If an amount is identified above, you have a claim scheduled by one of the Debtors as shown. (This scheduled amount of your claim may be an amendment to a previously scheduled amount.) If you agree with the amount and priority of your claim as scheduled by the Debtor and you have no other claim against the Debtor, you do not need to file this proof of claim form, EXCEPT AS FOLLOWS: If the amount shown is listed as DISPUTED, UNLIQUIDATED, or CONTINGENT, a proof of claim MUST be filed in order to receive any distribution in respect of your claim. If you have already filed a proof of claim in accordance with the attached instructions, you need not file again.

5. Amount of Claim Entitled to Priority under 11 U.S.C. § 507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount.

Specify the priority of the claim.

☒ Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).

☒ Wages, salaries, or commissions (up to \$10,950*) earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(4).

☒ Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5).

☐ Up to \$2,425* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(7).

☒ Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8).

☐ Value of goods received by the Debtor within 20 days before the date of commencement of the case - 11 U.S.C. § 503(b)(9) (§ 507(a)(2)).

☒ Other - Specify applicable paragraph of 11 U.S.C. § 507(a)().

Amount entitled to priority:

\$12,500,000.00

*Amounts are subject to adjustment on 4/1/10 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.

FOR COURT USE ONLY

Date: 4/16/09

Signature: The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.

Barry Henry Spencer Junior
 Barry Henry: Spencer Junior, Secured Party, Auth. Rep.